

EXHIBIT A

Discussion with Rick Ferguson on his role and recent behavior

Date: Tuesday, 9/11/18, 2pm

Attendees: Jeff Calder, Chris Williams, Mara Crain, Rick Ferguson (called in rather than attending in person), Hal Dunning (on phone) and Bill Peartree (on phone)

- Rick was expected to be in Walnut Creek for the discussion, but ended up calling in, which was a surprise to the other attendees. It was decided to continue the call, despite the change.
- Jeff opened the meeting requesting that Rick share his recently discussed concerns with all present.
 - Rick expressed that there had been some miscommunications in the past.
 - He had hoped to come to the Bay Area and help build the business.
 - His goal was to build the book to \$1M, with the hope to get another hire on board.
 - He was in a hybrid sales/service role, but was recently informed that his book was being given to Jeff Stephens and he would only be in service.
- After Rick wrapped up his thoughts, Hal chimed in to check with Rick that these were his only concerns, due to Rick's recent use of the word "discrimination" in emails and communication to other team members.
 - Hal noted he wondered "where are you at today?" as Rick had recently shown "deep dissatisfaction represented in recent emails"
 - Rick responded with "what do you mean where am I at today?"
 - Hal clarified that the recent email from Rick regarding his expense report not being approved in a timely manner seemed unreasonable. Rick was paid within 2 weeks from the report submittal date and most companies would be lucky to turn around such payment that soon.
 - Rick added that he didn't want to get into the past and that this wasn't an appropriate forum to get into his thoughts on this.
 - Mara chimed in noting that her role in the meeting was to hear both sides and ensure that any serious concerns Rick had were addressed, so it was certainly an appropriate forum for such thoughts from Rick.
 - Rick spoke of past occurrences when Bill had not approved his expense report in a timely fashion.
 - Bill feels that he had approved Rick's expense reports within 3 days when he saw them come through, but there may be a chance that some were passed on to other approvers and he was unaware.
 - Rick specified that most of his expense report result in him seeing numerous email alerts regarding the slow/lack of approval from Bill.
 - We decided to move the Concur approver for Rick from Bill Peartree to Jeff Calder. Mara will ensure this change occurs.

- Hal tried a couple of additional times to inquire if there was anything else bothering him and nothing was brought to our attention.
 - No other details were given by Rick about whether or not or how he felt discriminated against.
- Rick changed the direction of the conversation and said “I just don’t know where I stand with this company.”
 - Jeff responded by providing the following:
 - “We feel you are a great cultural fit. Clients love you. The Bay Area is better with you than without you.”
 - We have you in a service role, versus a sales or hybrid role, but are offering you an increase in pay. Details were provided to Rick for consideration.
 - Salary increased from \$110,000 to \$125,000.
 - Compensation package includes 25% for business referrals and a bonus plan of 12%.
 - Hal added that we see a career path for him which could eventually lead to the OSJ role for the Bay Area.
 - Bill questioned “what do you think about it?”
 - Rick responded saying “thank you for being clear. I will absorb the information and get back to you.”
- Jeff then moved to speak to Rick behavior and explained that his reactionary language and behavior could not happen again.
 - Rick said that role clarity was essential for his anger to be curbed.
 - Hal added that he hoped Rick is excited about the opportunity; he wants him to be a part of the family.
 - Bill chimed in providing that he was confused why Rick was unclear on the role, especially due to past communication from both sides. For example, Rick shared in an email in 2014 that he did not want to be in sales, so service was the path Bill and Jeff thought he wanted.
 - Rick wrapped up the conversation with “thank you for the insights. I need time to think about the proposal and determine what is best for me.”
- Call ended